

Minutes of the meeting of the Board of Directors of the Cook County Health and Hospitals System held Thursday, May 31, 2012 at the hour of 7:30 A.M. at 1900 West Polk Street, in the Second Floor Conference Room, Chicago, Illinois.

## **I. Attendance/Call to Order**

Chairman Batts called the meeting to order.

Present: Chairman Warren L. Batts, Vice Chairman Jorge Ramirez and Directors Hon. Jerry Butler; David Carvalho; Sister Sheila Lyne, RSM; Luis Muñoz, MD, MPH; Heather E. O'Donnell, JD, LLM; and Ruth M. Rothstein (8)

Absent: Directors David A. Ansell, MPH; Quin R. Golden; and Benn Greenspan, PhD, MPH, FACHE (3)

Chairman Batts stated that Director Golden was unable to be physically present, but may be able to participate in the meeting telephonically.

Director Lyne, seconded by Director Butler, moved to allow Director Golden to participate as a voting member for this meeting telephonically. THE MOTION CARRIED UNANIMOUSLY.

Additional attendees and/or presenters were:

Patrick T. Driscoll, Jr. – State's Attorney's Office  
Claudia Fegan, MD – John H. Stroger, Jr. Hospital of Cook County  
Avery Hart, MD – Cermak Health Services of Cook County  
Helen Haynes – System Associate General Counsel  
Dan Howard – System Chief Information Officer  
Gladys Lopez – System Interim Director of Human Resources  
Mindy Malecki – System Director of Risk Management

Lisa Meador –Deputy Chief of Labor Relations, Cook County Bureau of Human Resources  
Terry Mason, MD – System Chief Medical Officer  
Ram Raju, MD, MBA, FACS, FACHE – Chief Executive Officer  
Elizabeth Reidy – System General Counsel  
Deborah Santana – Secretary to the Board  
Bruce Siegel, MD, MPH – National Association of Public Hospitals and Health Systems

## **II. Public Speakers**

Chairman Batts asked the Secretary to call upon the registered speakers.

The Secretary called upon the following registered speaker:

1. George Blakemore              Concerned Citizen

## **III. Board and Committee Reports**

### **A. Minutes of the Board of Directors Meeting, April 27, 2012**

Director Butler, seconded by Director Lyne, moved the approval of the minutes of the Board of Directors Meeting of April 27, 2012. THE MOTION CARRIED UNANIMOUSLY.

**III. Board and Committee Reports (continued)**

**B. Minutes of the Quality and Patient Safety Committee Meeting, May 15, 2012**

Director Butler, seconded by Director Lyne, moved the approval of the minutes of the Quality and Patient Safety Committee Meeting of May 15, 2012. THE MOTION CARRIED UNANIMOUSLY.

**C. \*\*Minutes of the Human Resources Committee Meeting, May 24, 2012**

Director Lyne, seconded by Director Butler, moved the approval of the minutes of the Human Resources Committee Meeting of May 24, 2012. THE MOTION CARRIED UNANIMOUSLY.

**D. Minutes of the Finance Committee Meeting, May 24, 2012**

Director Carvalho, seconded by Director O'Donnell, moved the approval of the minutes of the Finance Committee Meeting of May 24, 2012. THE MOTION CARRIED.

Director Carvalho re-stated his PRESENT votes on request numbers 1, 4 and 12, under the Contracts and Procurement Items contained within the minutes.

Director Muñoz re-stated his PRESENT votes on request numbers 1 through 4, under the Proposed Academic Affiliation Agreements contained within the minutes.

**IV. Action Items**

**A. Proposed Amendment to the Rules of Organization and Procedure of the Board of Directors of the Cook County Health and Hospitals System (Attachment #1)**

Director Lyne, seconded by Director Muñoz, moved the approval of the proposed Amendment to the Rules of Organization and Procedure of the Board of Directors of the Cook County Health and Hospitals System. THE MOTION CARRIED UNANIMOUSLY.

**B. Proposed Resolution – honoring Dr. Avery Hart, Chief Medical Officer of Cermak Health Services of Cook County, upon his retirement (Attachment #2)**

Chairman Batts read the proposed Resolution into the record.

Director Muñoz, seconded by Director O'Donnell, moved the approval of the proposed Resolution honoring Dr. Avery Hart. THE MOTION CARRIED UNANIMOUSLY.

**IV. Action Items (continued)**

**C. Proposed Resolution – recognizing Dr. Ronald Lubelchek, for his act of courage beyond the call of duty**  
(Attachment #3)

Chairman Batts read the proposed Resolution into the record.

Director Muñoz, seconded by Director O'Donnell, moved the approval of the proposed Resolution recognizing Dr. Ronald Lubelchek. THE MOTION CARRIED UNANIMOUSLY.

**D. Ratification of the following meeting date changes:**

- i. **Board of Directors Meeting scheduled for Thursday, December 20, 2012**
  - **Change to Friday, December 14, 2012**
- ii. **Human Resources Committee Meeting scheduled for Friday, December 14, 2012**
  - **Change to Friday, December 7, 2012**
- iii. **Finance Committee Meeting scheduled for Friday, December 14, 2012**
  - **Change to Friday, December 7, 2012**

Director Butler, seconded by Director Carvalho, moved to ratify the proposed meeting date changes. THE MOTION CARRIED UNANIMOUSLY.

**E. Any items listed under Sections III, IV and VII**

**V. Report from Chairman of the Board**

Chairman Batts provided an update on the Cook County Health Foundation. He stated that, thanks to the efforts of Dr. Terry Mason, System Chief Medical Officer, Apostle Carl A. White, Jr. has agreed to join the Cook County Heath Foundation Board to help raise money for the System.

**A. Board Education – National Association of Public Hospitals and Health Systems (NAPH) (Attachment #4)**

Dr. Bruce Siegel, President and Chief Executive Officer of NAPH, provided an overview of NAPH and the members it serves. The Board reviewed and discussed the information.

Chairman Batts noted that the Cook County Commissioners should receive a copy of this presentation for their information; he indicated that the data provided on payer mix was particularly informative.

Dr. Siegel noted that Director Butler was to be honored at a NAPH event last year in Chicago; however, Director Butler had not been able to attend that event. As a result, Dr. Siegel took the opportunity at this meeting to recognize and thank Director Butler for his years of service and dedication. He noted that Director Butler has been a champion, both in this community as well as across the nation, for ensuring that people have access to the best health care, regardless of who they are, or based on their ability to pay. He stated that Director Butler has been an advocate for eliminating health care disparities, and his leadership and vision has become a model for the NAPH.

**VI. Report from Chief Executive Officer (Attachment #5)**

Dr. Ram Raju, Chief Executive Officer, provided an update on the following subjects: Nurses Week; Recognition – Internal Medicine Resident Team; Recognition – Emergency Medicine Physician Assistant Residency Program; Recognition - Blood Bank Anniversary; Recognition – Patient Thank-you Letters; and Transition of Chief Information Officer.

Dr. Raju noted that Dan Howard, Chief Information Officer, is moving on from the organization; he thanked Mr. Howard for his dedication and service to the System. He stated that, during Mr. Howard's time with the System, he led the entire transformation of the System's information technology system, has been the lead on some very valuable projects and has developed a very strong team under his leadership.

Mr. Howard presented a transition report and update on Information Systems (Attachment #6). Included in the report was the following information: Information Technology Organization; Help Desk Service Center; Power Chart 2012; Accomplishments; and Next Steps.

Chairman Batts thanked Mr. Howard for his service, and expressed the Board's appreciation of Mr. Howard's accomplishments on behalf of the System.

On a separate subject, Director Carvalho stated that, in the last week, the Legislature has passed four (4) very significant bills that will affect the System; he requested that the subject be reviewed and discussed with the Finance Committee. Dr. Raju responded affirmatively, and provided additional information. He stated that the first hurdle was cleared at the State with regard to the Section 1115 Waiver. With regard to the charity care debate, Dr. Raju indicated that the status quo will continue; the Medicaid gap between the cost versus reimbursement will be counted towards charity care, including community benefits. Director Carvalho stated that he is most concerned about the bill regarding the cut to the Medicaid program that will eliminate eligibility for 100,000 people. He noted that this translates to 100,000 uninsured people; if seventy-five percent (75%) of those uninsured people live in Cook County, and there's no additional obligation on other hospitals to do charity care, there could be a significant impact to the System. Dr. Raju agreed; he stated that he will provide further information for the Finance Committee to review and discuss on the subject.

**VII. Closed Session Items****A. Claims and Litigation****B. \*\*Minutes of the Human Resources Committee Meeting, May 24, 2012**

Director Rothstein, seconded by Director O'Donnell, moved to recess the regular session and convene into closed session, pursuant to the following exceptions to the Illinois Open Meetings Act: 5 ILCS 120/2(c)(1), regarding "the appointment, employment, compensation, discipline, performance, or dismissal of specific employees of the public body or legal counsel for the public body, including hearing testimony on a complaint lodged against an employee of the public body or against legal counsel for the public body to determine its validity," 5 ILCS 120/2(c)(2), regarding "collective negotiating matters between the public body and its employees or their representatives, or deliberations concerning salary schedules for one or more classes of employees," 5 ILCS 120/2(c)(11), regarding "litigation, when an action against, affecting or on behalf of the particular body has been filed and is pending before a court or administrative tribunal, or when the public body finds that an action is probable or imminent, in which case the basis for the finding shall be recorded and entered into the minutes of the closed meeting," and 5 ILCS 120/2(c)(12), regarding "the establishment of reserves or settlement of claims as provided in the Local Governmental and Governmental Employees Tort Immunity Act, if otherwise the disposition of a claim or potential claim might be prejudiced, or the review or discussion of claims, loss or risk management information, records, data, advice or communications from or with respect to any insurer of the public body or any intergovernmental risk management association or self insurance pool of which the public body is a member."

**VII. Closed Session Items (continued)**

On the motion to recess the regular session and convene into closed session, a roll call was taken, the votes of yeas and nays being as follows:

Yea: Chairman Batts, Vice Chairman Ramirez and Directors Butler, Carvalho, Lyne, Muñoz, O'Donnell and Rothstein (8)

Nay: None (0)

Absent: Directors Ansell, Golden and Greenspan (3)

THE MOTION CARRIED UNANIMOUSLY and the Board convened into closed session.

Chairman Batts declared that the closed session was adjourned. The Board reconvened into regular session.

**VIII. Adjourn**

As the agenda was exhausted, Chairman Batts declared the MEETING ADJOURNED.

Respectfully submitted,  
Board of Directors of the  
Cook County Health and Hospitals System

XXXXXXXXXXXXXXXXXXXXXX  
Warren L. Batts, Chairman

Attest:

XXXXXXXXXXXXXXXXXXXXXX  
Deborah Santana, Secretary

Cook County Health and Hospitals System  
Minutes of the Board of Directors Meeting  
May 31, 2012

ATTACHMENT #1

**RULES OF ORGANIZATION AND PROCEDURE  
Of the Board of Directors of the  
Cook County Health and Hospitals System**

**RULES OF ORGANIZATION AND PROCEDURE**  
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## **Preamble**

The Cook County Board of Commissioners established the Cook County Health and Hospitals System (“CCHHS”) by Ordinance. The CCHHS is governed by a Board of Directors (“System Board”) as set forth in the Ordinance. The Ordinance sets forth the mission of the CCHHS and the general powers and duties of the System Board. In order to provide for the orderly implementation of the Ordinance, the System Board adopts these Rules.

### **Rule 1. Purpose.**

The purpose of these Rules is to:

- (a) Provide appropriate procedures and organization for the System Board to conduct its business in an orderly and efficient manner; and
- (b) Foster accountability in the CCHHS.

### **Rule 2. Definitions.**

The following words, terms and phrases, when used in these Rules, shall have the meanings ascribed to them in this section, except where the context clearly indicates a different meaning:

- (a) *Chair* means the Chair of the System Board.
- (b) *Committee Chair* means the chair of a standing or special committee or a subcommittee thereof.
- (c) *Committee* means a committee of the System Board and includes a standing committee, a special committee and a standing or special subcommittee of a committee.
- (d) *Director* means a currently serving member of the System Board.
- (e) *Secretary* means the Secretary of the System Board.
- (f) *System Board* means the eleven-member Board of Directors charged with governing the CCHHS.
- (g) *Vice Chair* means the Vice Chair of the System Board.

### **Rule 3. Interpretation, force and effect.**

- (a) *Applicability.* The meetings and actions of the System Board, including all of its committees, shall be governed by these Rules.

(b) *Effective date.* These Rules shall be in full force and effect upon adoption by the System Board, and shall remain in full force and effect except as amended in accordance herewith, or until superseded by new rules.

(c) *Interpretation.* These Rules are to be construed in accordance with the customary American usage and meaning of parliamentary terms and expressions and the plain meaning of the ordinary words appearing herein. In case of ambiguous application, these Rules shall be applied in a manner that fosters openness, accountability and fairness in the operation of the System Board.

#### **Rule 4. Organization.**

(a) *Officers.* The System Board, each year at its annual meeting, shall elect Directors to serve as Chair, Vice-Chair, and Secretary. A Director may be elected to any of the officer positions for successive terms.

(1) Chair.

The Chair shall preside at all meetings of the System Board, shall appoint from among the System Board members all the members of all standing and special committees and their subcommittees, and designate their Committee Chair, shall be an ex-officio member, with vote, of all committees of the System Board. The Chair may, at the Chair's discretion unless otherwise instructed by the System Board, refer matters before the System Board to the proper committee of said System Board for consideration and recommendation. The Chair or the Chair's designee shall be responsible for all correspondence of the System Board.

(2) Vice Chair.

The Vice-Chair shall perform the duties of the Chair in the Chair's absence or in the event of the Chair's resignation, death, or disability pending selection of the Chair's successor at either a regular or special meeting of the System Board.

(3) Secretary.

The Secretary shall keep suitable records of all proceedings of each meeting of the System Board and its committees and subcommittees. After approval, such records shall be read and signed by the Chair or the presiding officer, and attested by the Secretary. The System Board may have a seal on which shall be engraved the name of the CCHHS, and said seal shall be kept by the Secretary and used in authentication of all acts of the System Board.

(4) Deputy Secretary.

The Deputy Secretary shall be appointed by the System Board, shall not be a Director and shall carry out those duties and responsibilities assigned by the Secretary.

(b) *Standing committees and subcommittees.*

(1) The number of members of each Standing Committee shall be determined by the Chair but in no event shall a Standing Committee consist of less than three (3) Director members.

(2) The standing committees of the System Board shall be:

- A. Finance. This Committee shall be familiar with and review the income and expenditures of the CCHHS, advise the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer in preparation of the budget, review the proposed budget in advance of presentation to the System Board, and make recommendations to the System Board on all such financial matters. Additionally, this Committee will develop and present to the System Board, a recommended multi-year financing plan in support of the CCHHS strategic plan adopted by the System Board. This Committee shall be responsible for developing, implementing and monitoring policies and procedures regarding procurement and contracting for the CCHHS, including providing for appropriate review of purchase contracts by this Committee. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.
- B. Audit and Compliance. This Committee shall receive and review the audit reports prepared by internal departments and oversee the financial reporting process on behalf of the CCHHS. This Committee shall oversee the selection of independent auditors for the CCHHS in accordance with the enabling ordinance, review accounting policies and financial reporting and disclosure practices of the CCHHS, and review the effectiveness of the CCHHS internal financial controls. Additionally, the Committee will assist the System Board in fulfilling its oversight responsibilities of the CCHHS corporate compliance effort. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.
- C. Quality and Patient Safety. The President of each CCHHS medical staff shall be an ex-officio member of this Committee without a vote and shall not be considered for determining a quorum. The Chief Medical Officer, Chief Operating Officer, and Chief Nursing Officer of each operating unit of the CCHHS shall be an ex-officio member of this Committee without a vote and shall not be considered for determining a quorum. This Committee shall oversee the quality, safety and performance improvement programs of the CCHHS, with the goal of recognizing the critical importance of maintaining high quality service and patient and staff safety and satisfaction. This Committee shall receive reports on pertinent matters of quality, safety, satisfaction, regulatory and accreditation activities at least quarterly from the CCHHS Chief Executive Officer, and shall report on such matters to the System Board. This Committee shall be responsible for serving as a liaison between the CCHHS' hospital medical staffs and the

System Board. The System Board delegates to this Committee the authority to consider and render a final decision with regard to applications for initial appointment or reappointment to membership on the Medical Staffs, including, the granting of initial clinical privileges or the renewal or modification of clinical privileges; assignment of staff category, department and division; and any special conditions to the appointment or reappointment. An additional purpose of this Committee is the full and candid discussion of matters which affect the CCHHS' medical staffs and the System Board. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities. This Committee shall consider other matters as may be assigned by the System Board.

D. Human Resources: This Committee shall develop and monitor policies and procedures for the CCHHS related to personnel issues with regard to all employees, including physicians and dentists, within the CCHHS, including, but not limited to, position classification, compensation, recruitment, selection, hiring, discipline, termination, grievance, affirmative action, performance management, probationary periods, training, promotion and maintenance of records. This Committee shall further develop its responsibilities and determine a plan to implement those responsibilities.

(3) A standing committee may create a subcommittee. The motion creating a subcommittee shall specify the subject matter of the subcommittee and the number of members to be appointed thereto, and may specify a date upon which the subcommittee shall be abolished.

(4) Following each meeting of a standing committee, the Committee Chair shall submit a report to the System Board for consideration at a meeting of the System Board. The System Board shall either approve or receive and file a committee report. Approval of a committee's report by the System Board shall constitute approval of the actions and/or recommendations contained in the report.

*(c) Membership and officers of standing committees and subcommittees.*

(1) The members of each standing committee shall be appointed annually by the Chair. The Chair may appoint non-Director members to a standing committee. The Committee Chair shall appoint the members of a subcommittee and the Subcommittee Chair. The Committee Chair may appoint non-Director members to a subcommittee. The non-Director member of a standing committee or a subcommittee shall not have a vote and shall not be considered for a quorum, but may serve as Committee or Subcommittee Chair.

(2) The Chair shall be an ex-officio member, without voting rights, of each standing committee to which the Chair is not an appointed member. The Chair shall not be considered in determining the presence of a quorum for a meeting of a standing committee to which the Chair is not an appointed member.

(3) A vacancy on a standing committee or subcommittee, or in the position of Committee Chair or Subcommittee Chair, shall be created when a Director resigns from such position or ceases to

be a Director. Resignations shall be made in writing to the Secretary, who shall promptly notify the Chair and all Directors.

(4) Vacancies on standing committees or in the position of Committee Chair shall be filled by appointment by the Chair. Vacancies on subcommittees or in the position of Subcommittee Chair shall be filled by the Committee Chair of the committee which created the subcommittee.

(5) The Committee Chair or Subcommittee Chair shall have the authority to call and preside at meetings of their respective committee or subcommittee. In the event the number of Directors in attendance at a scheduled meeting of a committee or subcommittee is smaller than the number required for a quorum, the Committee Chair or Subcommittee Chair shall have the authority to appoint any Director in attendance at that meeting to serve as a substitute member of that committee or subcommittee, for purposes of that meeting only, to the extent necessary to achieve a quorum. Such substitute member shall have voting rights and shall be counted in determining whether a quorum is present.

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(6) Any Director, even if not a member of a committee or subcommittee, shall be afforded the courtesy of participating in debate on any item before a committee or subcommittee.

7) At the end of each fiscal year, each Committee Chair shall report a summary of all matters pending in her or his committee to the System Board.

(d) *Special committees and subcommittees.*

(1) The System Board may create special committees. The Chair shall appoint the Committee Chair and the members of a special committee. The Chair may appoint non-Director members to a special committee or subcommittee. The non-Director member shall not have a vote and shall not be considered for a quorum, but may serve as Committee Chair.

(2) The Chair shall be an ex-officio member, with voting rights, of each special committee.

(3) A special committee may create a special subcommittee.

(4) The motion creating a special committee or special subcommittee shall specify the subject matter of the special committee or special subcommittee and the number of members to be appointed thereto, and may specify a reporting date in which event the special committee or special subcommittee shall be abolished as of such date. Unless an earlier date is specified by the motion, special committees and special subcommittees shall expire one (1) year after their creation.

(e) *Public hearings.* The System Board may hold public hearings as it deems appropriate to the performance of any of its responsibilities. Such public hearings may be held provided that the following requirements are satisfied:

(1) a notice containing the time, place, subject matter of the hearing, and solicitation of pertinent public testimony shall be placed on the CCHHS' website and provided to the County for posting on its website.

(2) any other applicable meeting notification requirements found elsewhere in these Rules or law.

(f) *Discharge from a committee by the System Board.* The System Board may discharge any matter from a committee.

**Rule 5. Parliamentary rules.**

(a) *Meetings.*

The System Board shall hold regular meetings pursuant to an annual calendar set by the System Board prior to December 1<sup>st</sup> of each year. Such calendar shall include the date, time, and location of each regular meeting. The last regular meeting of System Board shall be held in November and shall be the Annual Meeting. Election of System Board officers for the next year shall take place at the Annual Meeting.

It shall be the duty of the Chair to call special meetings of the System Board whenever the Chair determines such meetings are necessary. In addition to any notice required by the Open Meetings Act or other applicable law, the Chair must give no less than two business days advance written notice of such special meetings to the Directors.

Special meetings shall also be held whenever requested by at least one-third of the Directors. In addition to any notice required by the Open Meetings Act or other applicable law, the Secretary or his or her designee must give no less than two business days advance written notice of such special meetings to the remaining Directors.

A special meeting may be called in the event that the Chair or one-third of the System Board states that an emergency exists. The Secretary or his or her designee must give no less than twenty-four (24) hours advance written notice to the Directors and to the public, unless such notice is not reasonable under the circumstances. In such case notice shall be given as soon as practicable.

(1) All notices of special meetings must include an agenda for such meeting.

(2) A quorum of Directors must be physically present at the location of a meeting of the System Board, its committees or subcommittees.

If a quorum of the Directors is physically present at a meeting of the System Board or one of its committees or subcommittees, a majority of the Directors present and entitled to vote may allow a Director to attend the meeting by other means if the Director is prevented from physically attending because of: (i) personal illness or disability; (ii)

employment purposes or the business of the public body; or (iii) a family or other emergency. "Other means" is by video or audio conference.

If a Director wishes to attend a meeting by other means, the Director must notify the Secretary before the meeting unless advance notice is impractical.

(b) *Presiding officer.* The Chair shall preside at all meetings of the System Board and shall generally perform the duties customarily performed by a presiding officer. In the absence of the Chair, or during the temporary inability of the Chair to act, the Vice-Chair shall preside at meetings of the System Board. If both the Chair and the Vice Chair are unable to preside at the meeting, the System Board shall appoint a Director to preside at that meeting. In the absence of a Committee Chair, or during the temporary inability of the Committee Chair to act, the Directors of that Committee shall appoint a Director who is a member of that committee to preside at that meeting.

(c) *Quorum.* A majority of the Directors shall constitute a quorum for a meeting of the System Board. A majority of Directors appointed to any committee or subcommittee shall constitute a quorum for a meeting of such committee or subcommittee. Directors in attendance at a meeting of a committee or subcommittee who are appointed to serve as substitute members of that committee or subcommittee pursuant to Section 4 (c)(5) of these Rules shall be considered in determining whether a quorum is present.

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(d) *Majority votes.* Actions of the System Board shall require the affirmative vote of a majority of the Directors present and voting at the meeting at which action is taken. Actions of a committee or subcommittee of the System Board shall require the affirmative vote of a majority of the Directors present and entitled to vote at the meeting at which action is taken. A vote of "present" shall not be counted in determining the number of Directors voting on a question.

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(e) *Absence of quorum.* Should a quorum not be present at any meeting of the System Board or at any committee or subcommittee meeting, the meeting shall not thereby stand adjourned, but the Directors present shall be competent to adjourn, receive information or public testimony but take no formal action, or recess the meeting to a specified date and time by a majority vote of those Directors present and entitled to vote.

(f) *Order of business.*

(1) At each regular meeting of the System Board, the order of business (unless otherwise directed by the System Board) is as follows:

- (A) Call to Order and Roll Call.
- (B) Approval and correction of minutes of previous meetings.
- (C) Report of the Chief Executive Officer
- (D) Committee reports.
- (E) Old business.
- (F) New business.
- (G) Adjournment.

(2) The System Board may grant members of the public leave to speak for up to three (3) minutes on items pending before the System Board.

(3) All questions relating to the priority of business shall be decided by the presiding officer, without debate, subject to appeal.

*(g) Prior notice to public; agendas.*

(1) No less than two full business days before any meeting of the System Board or of a committee or subcommittee, notice and an agenda for such meeting shall be provided to the Chair, all Directors and all news media that have requested notice of meetings and shall be posted at the principal office of the System Board and at the location where the meeting is to be held. In addition, notices and agendas of all meetings shall be posted on the CCHHS website, if available, and provided to the County for posting on its website.

(2) The agenda shall briefly describe all matters that will be considered at the meeting. Material pertinent to a matter on a System Board agenda shall be supplied, along with the agenda, to the Chair and to each of the Directors, and all material pertinent to any matter on a committee or subcommittee agenda shall be supplied, along with the agenda, to each member of the committee or subcommittee. With the exception of materials that are confidential as provided by law, such material shall also be available to the public upon request.

(3) Matters may be placed on the agenda of a System Board meeting by the Chair or any Director. Committee reports shall be placed on the agenda of a System Board meeting by the Committee Chair. Matters may be placed on the agenda of a committee or subcommittee meeting by a Director who is a member of the committee or the Chair, in his ex officio capacity.

(4) Matters may be placed on an agenda not later than noon of the day previous to the day on which that agenda is required to be distributed or at the discretion of the Chair.

It shall be the duty of the Secretary or his or her designee to prepare, post, and distribute all agendas for meetings of the System Board, and for committee and subcommittee meetings.

*(h) Decorum.* The presiding officer shall preserve order and decorum, may speak to points of order in preference to other Directors, and shall decide all questions of order, subject to appeal. A Director shall confine herself or himself to the matters before the System Board, avoid personalities, and in general observe all parliamentary rules pertaining to orderly procedure and decorum.

*(i) Recognition for debate.* A Director desiring to obtain the floor shall address the presiding officer. If two or more Directors shall properly request recognition, the presiding officer shall recognize the one who first spoke. A Director shall not proceed with remarks until recognized and named by the presiding officer. The Chair and all Directors shall be given a full opportunity

to participate in the debate on all debatable questions, except when a Director has called the previous question.

(j) *Debate*. No Director shall speak more than twice or longer than a total of ten minutes on the same question, without leave of the System Board. Responses by witnesses and CCHHS staff to questions of a Director shall not be counted against the speaking time allotted to such Director. The proponent of the item under consideration, or a Committee Chair whose report is under consideration, as the case may be, shall have the right to open and close debate.

(k) *Voting and roll call*

(1) If any Director requests it, a roll call upon any question shall be taken and entered in the minutes, but a roll call shall not be taken unless called for prior to, during or immediately after any vote on the question.

(2) A roll call once ordered shall not be interrupted. When a roll call has commenced, all debate on the question shall be deemed concluded. During the taking of the roll call, Directors shall respond to the calling of their names by answering "yea," "nay," or "present."

(l) *Division of questions*. If any question presented contains several separable propositions, a demand by any Director to "divide the question" shall be in order.

(m) *Appeal from a ruling of the presiding officer*. Any Director entitled to vote may appeal to the System Board, committee or subcommittee from a ruling of the presiding officer. The Director making the appeal may briefly state the reason for the appeal, and the presiding officer may briefly explain the ruling; but there shall be no debate on the appeal and no other Director shall participate in the discussion. The presiding officer shall then put the question, "Shall the decision of the Chair [Committee Chair] be sustained?" If a majority of Directors vote "nay," the decision of the presiding officer shall be overruled; otherwise, it shall be sustained. If sustained, the ruling of the presiding officer shall be final.

(n) *Personal privilege*. The right of a Director to address the System Board, a committee or subcommittee on a question of personal privilege shall be limited to cases in which the Director's integrity, character, or motives are assailed, questioned, or impugned.

(o) *Special order of business*. Any matter before the System Board, a committee, or subcommittee referenced in an agenda provided to the Directors and the public in accordance with these rules may be taken out of order by the presiding officer.

(p) *Order of precedence during debate*. When a question is under debate, the following motions shall be in order and shall have precedence over each other in order, as listed:

- (1) To adjourn to a day certain (amendable, debatable).
- (2) To adjourn.
- (3) To take a recess (debatable).
- (4) To lay on the table.

- (5) To call the previous question.
- (6) To refer (debatable).
- (7) To amend (amendable, debatable).
- (8) To defer to a time certain (debatable).
- (9) To defer indefinitely (amendable, debatable).

(q) *Motion to adjourn.* A motion to adjourn is always in order except:

- (1) When a Director has the floor.
- (2) When the roll is being called or the Directors are voting.
- (3) When the previous motion was a motion to adjourn.
- (4) When the "previous question" has been ordered.

(r) *Motion to reconsider.*

A vote or question may be reconsidered at any time during the same meeting, at a special meeting called to reconsider the vote or question held prior to the next regular meeting or at the next regular meeting.

(2) A motion for reconsideration, having been once made and decided in the negative, shall not be renewed, nor shall a motion to reconsider be reconsidered.

A motion to reconsider must be made by a Director who voted on the prevailing side of the question to be reconsidered.

(s) *Amendment or suspension of rules.*

(1) Any provision of these Rules may be temporarily suspended by a majority vote of the Directors present and entitled to vote at a System Board meeting or meeting of a committee or subcommittee, upon motion of any Director specifying the rule to be suspended.

The provisions of these Rules may not be altered or amended in whole or in part except by motion adopted by a majority vote of the Directors.

(t) *Rules for committee meetings.* Unless otherwise specified in these Rules, the rules of procedure for all committee, subcommittee and special committee meetings shall be the same as for System Board meetings.

(u) *Robert's Rules of Order.* The rules of parliamentary practice set forth in "Robert's Rules of Order" (Newly Revised, 10th Edition) by Henry M. Robert III, *et al.*, shall govern the System Board in all cases in which they are applicable and not inconsistent with the provisions of these Rules.

(v) *Recordings of meetings.* The Secretary or his or her designee is responsible for audio recording all meetings of the System Board. The audio recordings of public meetings of the System Board shall be retained by the Secretary or his or her designee. Audio recordings of

meetings other than closed sessions shall be available for review upon written request to the Secretary or his or her designee. Audio recordings of closed sessions shall be retained by the Secretary or his or her designee in a secure fashion and shall not be available to any person except as required by law.

#### **Rule 6. Conflict of Interest.**

While serving on the System board, Directors shall act in the best interest of the CCHHS in all matters relating to the CCHHS. The provisions of the Cook County Ethics Ordinance shall apply to the Directors. Each Director shall annually complete a Disclosure of Interest Statement on a form adopted by the System board which form shall be filed with the Secretary. The Directors may adopt a Professional and Ethical Protocol consistent with the Ethics ordinance.

Any Director or non-Director member of a committee or subcommittee who has a conflict of interest in a matter involving the System shall declare the conflict to the System Board, or a committee or subcommittee, in open session, shall disclose the basis for the conflict and shall refrain from participating in the consideration of the matter, except as the Director may be called upon for information.

#### **Rule 7. Official Position Statements**

Official position statements of the System Board will be made only after concurrence of a majority of the Directors and shall be issued only through the Chair or the Chair's designee.

July 23, 2008 – Rules of the System Board were approved, as amended  
August 7, 2008 – Amendments to the Rules of the System Board were approved, as amended  
September 5, 2008 – An Amendment to the Rules of the System Board was approved  
May 31, 2012 – Amendments to the Rules of the System Board\*\*

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Cook County Health and Hospitals System  
Minutes of the Board of Directors Meeting  
May 31, 2012

ATTACHMENT #2

**COOK COUNTY HEALTH AND HOSPITALS SYSTEM  
BOARD OF DIRECTORS**

**PROPOSED RESOLUTION**

**Sponsored by**

**WARREN L. BATTS, CHAIR, JORGE RAMIREZ, VICE CHAIR,  
DAVID A. ANSELL, M.D., THE HONORABLE JERRY BUTLER, DAVID CARVALHO,  
QUIN R. GOLDEN, BENN GREENSPAN, Ph.D., SISTER SHEILA LYNE, RSM,  
LUIS MUÑOZ, M.D., HEATHER E. O'DONNELL, AND RUTH M. ROTHSTEIN, DIRECTORS**

**WHEREAS**, Avery Hart, MD will be retiring from Cook County service as an esteemed staff member of the Cook County Health and Hospitals System, effective June 30, 2012, concluding a twenty-four year term of loyal and dedicated public service to the residents of Cook County; and

**WHEREAS**, Dr. Hart has capably and faithfully advocated for the provision of health services to the medically indigent, underserved and, most recently, incarcerated persons within Cook County; and

**WHEREAS**, he began his postgraduate training with Cook County Hospital, Chicago, Illinois in 1980, and after completing his residency and work as a staff physician for the United States Air Force in both Mississippi and in Madrid, Spain, he returned to the County of Cook as an Attending Physician, and advanced in leadership as a Director of the Department of Medicine Faculty Development Program, Chief of the Division of General Medicine & Primary Care, and later as Associate Chair for the Ambulatory Services Department; and

**WHEREAS**, he currently leads as the Chief Medical Officer at Cermak Health Services of Cook County; and

**WHEREAS**, as Chief Medical Officer for Cermak Health Services, Dr. Hart has played an instrumental role in initiating the development of Cook County Department of Corrections and Cermak interagency policies and procedures; and

**WHEREAS**, throughout his education and career, he has been recognized for his contributions and abilities and has received numerous awards, including the 1981 Cook County Hospital Intern of the Year Award and the Quentin Young Award for Faculty Leadership; and

**WHEREAS**, during his tenure with Cook County, Dr. Hart has been a passionate caregiver, respected colleague, influential teacher, responsive leader, and supportive mentor.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors of the Cook County Health and Hospitals System does hereby extend its congratulations to Dr. Avery Hart on the occasion of his retirement, offers its acknowledgement and thanks to him for his commitment to the Cook County Health and Hospitals System, and joins his friends and colleagues in wishing him many more years of health and happiness.

Cook County Health and Hospitals System  
Minutes of the Board of Directors Meeting  
May 31, 2012

ATTACHMENT #3

**COOK COUNTY HEALTH AND HOSPITALS SYSTEM  
BOARD OF DIRECTORS**

**RESOLUTION**

**Sponsored by**

**WARREN L. BATTS, CHAIR, JORGE RAMIREZ, VICE CHAIR,  
DAVID A. ANSELL, M.D., THE HONORABLE JERRY BUTLER, DAVID CARVALHO,  
QUIN R. GOLDEN, BENN GREENSPAN, Ph.D., SISTER SHEILA LYNE, RSM,  
LUIS MUÑOZ, M.D., HEATHER E. O'DONNELL, AND RUTH M. ROTHSTEIN, DIRECTORS**

**HONORING DR. RONALD LUBELCHEK**

**WHEREAS**, on March 23, 2012, a 14 year-old boy jumped on the train track at the Medical Center Blue Line station on a dare and was electrocuted; and

**WHEREAS**, Dr. Ronald Lubelchek, an Infectious Disease doctor at Stroger Hospital, was descending the long ramp which leads from Damen Avenue to the train station on his way home from work; and

**WHEREAS**, when Dr. Lubelchek had reached the train station he saw the young man's body on the third rail; and

**WHEREAS**, Dr. Lubelchek called 911 and jumped on the track and tried to move the young male; and

**WHEREAS**, feeling a small shock of electricity he waited for the track's power to be turned off; and

**WHEREAS**, in the meantime, he and a nurse stopped an incoming train, and when the power was turned off administered CPR; and

**WHEREAS**, the young man was brought to Stroger Hospital, but, unfortunately he was unable to be resuscitated, despite the courageous actions of Dr. Lubelchek.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors of the Cook County Health and Hospitals System, on behalf of the more than five million residents of Cook County served by the System, does hereby commend Dr. Ronald Lubelchek for his heroic and selfless actions, and

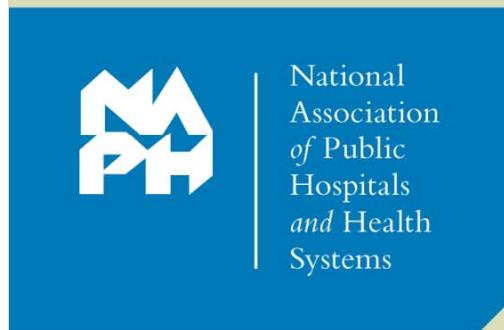
**BE IT FURTHER RESOLVED**, that the Board of Directors expresses deep gratitude in the knowledge that extremely dedicated and fast-acting staff such as Dr. Lubelchek are part of the Health System's team.

Cook County Health and Hospitals System  
Minutes of the Board of Directors Meeting  
May 31, 2012

ATTACHMENT #4

# COOK COUNTY HEALTH AND HOSPITALS SYSTEM

## Board of Directors



Bruce Siegel  
May 31, 2012

# How do our members serve the nation?

*In America's 10 largest cities we provide*

- One-third of all **outpatient** visits
- One out of four **emergency room** patients\*
- 40 percent of all Level 1 **trauma** centers\*
- 63 percent of **burn** care beds\*

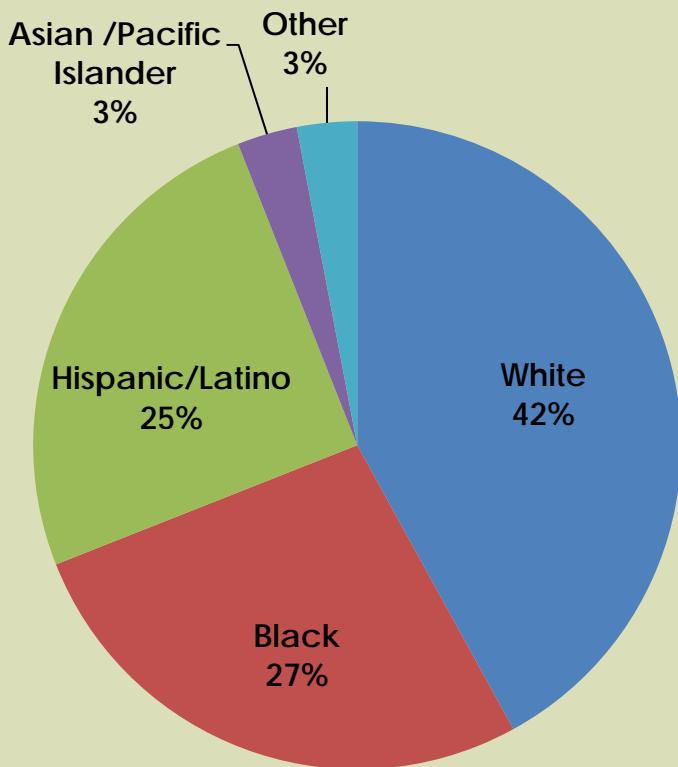
*Across America we*

- Account for one fifth of all **uncompensated care**
- Train **one quarter of US physicians**

Source: NAPH Hospital Characteristics Report, FY 2010

# Most Patients At NAPH Hospitals Are Minorities

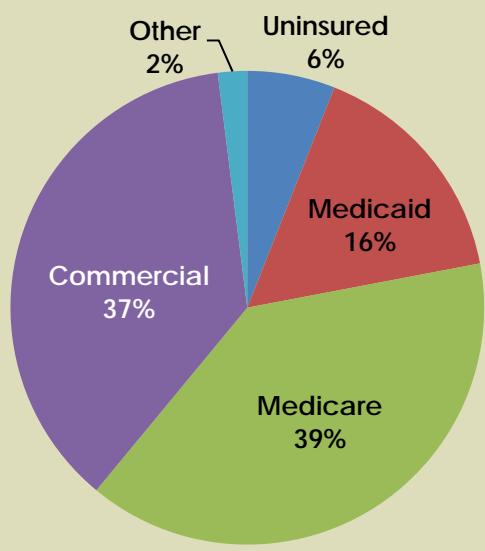
NAPH Member Discharges by Race and Ethnicity



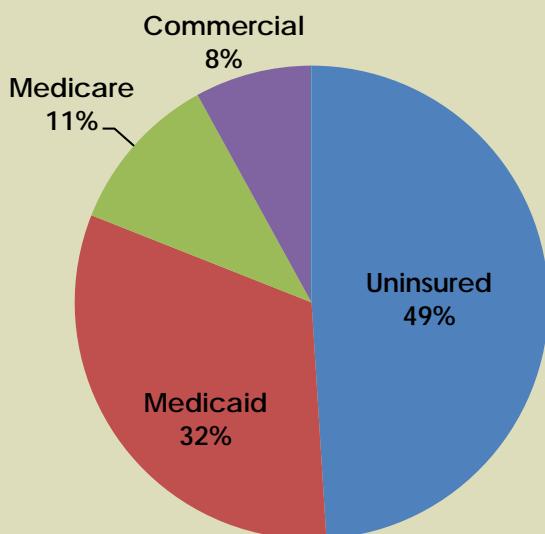
Source: NAPH Hospital Characteristics Report, FY 2010

**NAPH members treat more low income patients  
(Medicaid and Uninsured) than other U.S. Hospitals**

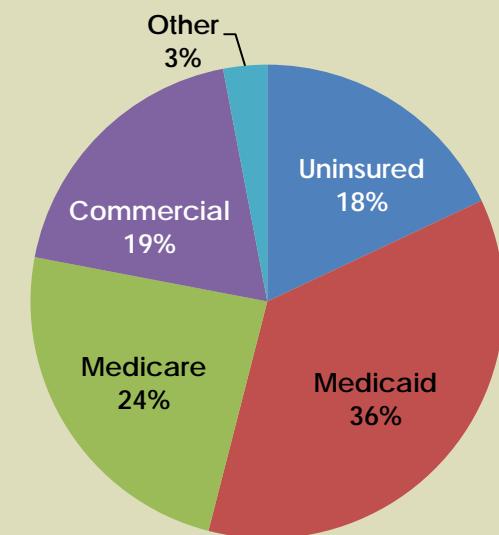
## Average Discharges by Payer Source



All U.S. Hospitals



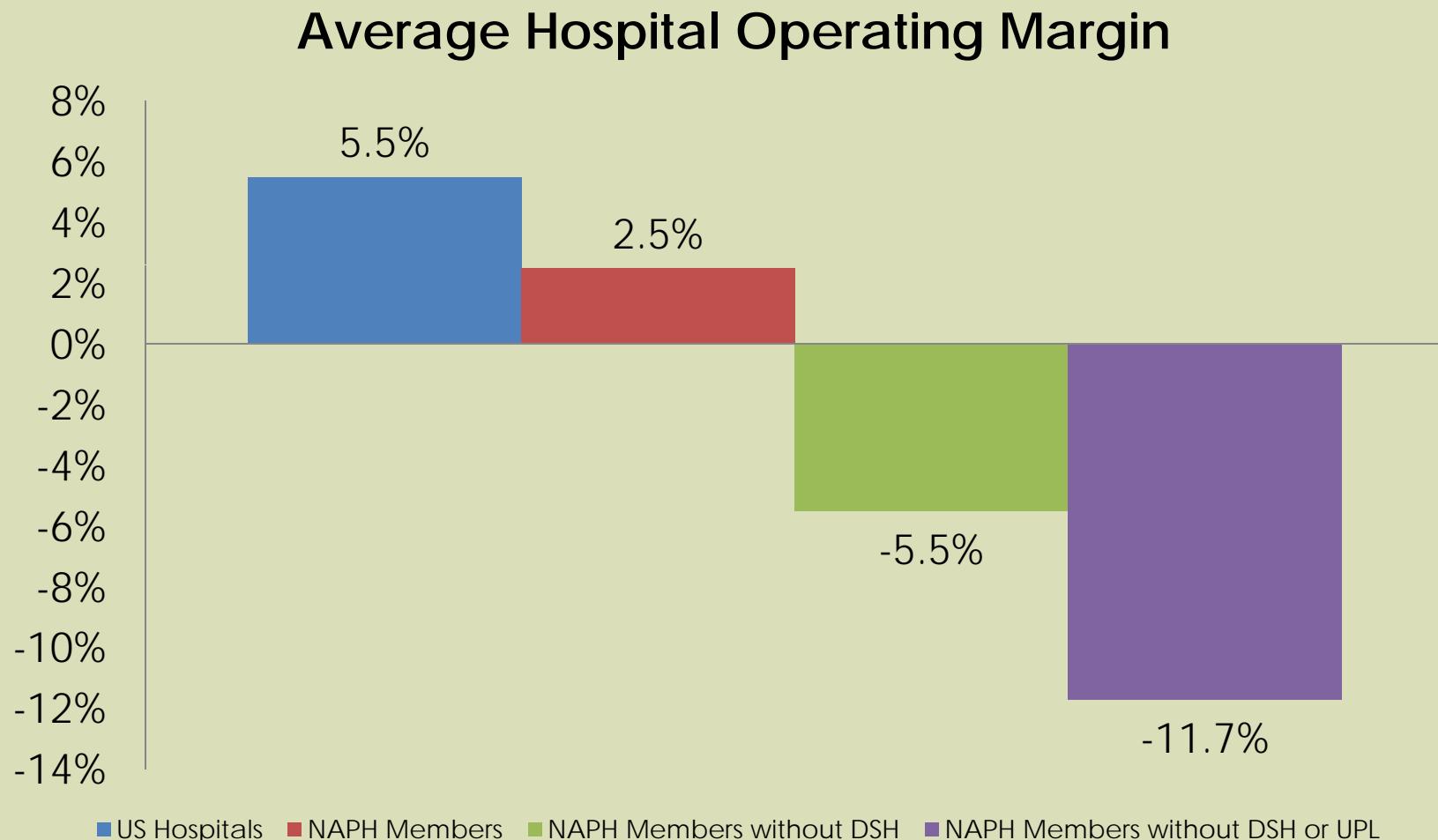
Cook County Health & Hospitals  
System\*



NAPH Members

\*Represents data for Provident Hospital and John, H. Stroger, Jr. Hospital of Cook County  
Source: NAPH Hospital Characteristics Report, FY 2010; 2011 AHA Trendwatch Chartbook

## NAPH members rely on DSH and supplemental payments



Source: NAPH Hospital Characteristics Report, FY 2010; 2011 AHA Trendwatch Chartbook

# 2010 Strategic Plan Priorities

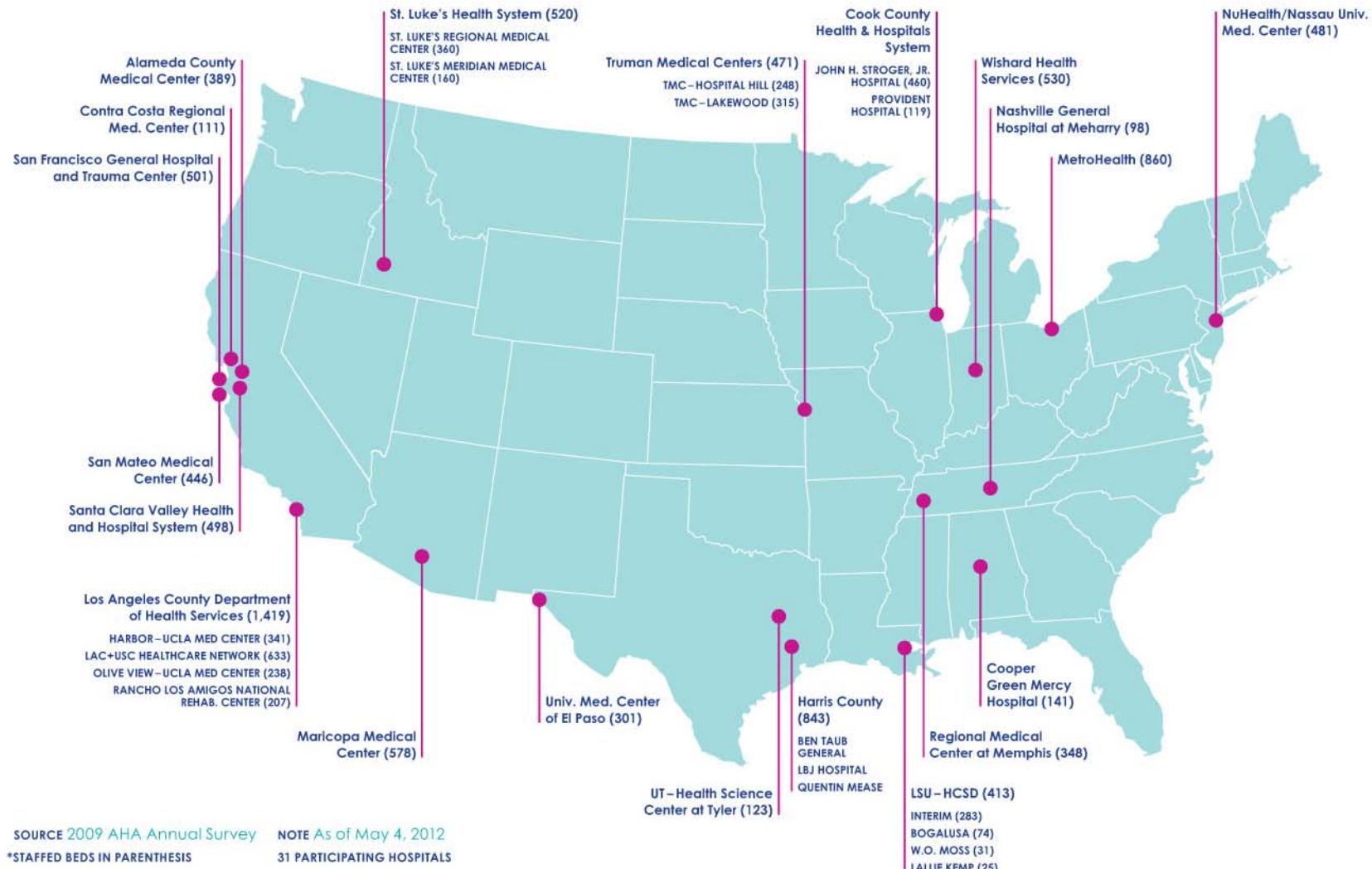
- TRANSFORMATION OF SAFETY NET HOSPITALS AND HEALTH SYSTEMS INTO INTEGRATED HEALTH CARE DELIVERY SYSTEMS
- TRANSFORMATION OF SAFETY NET FUNDING INTO EQUITABLE, RELIABLE AND SUSTAINABLE FINANCING SOURCES
- TRANSFORMATION OF SAFETY NET SYSTEMS INTO INDUSTRY LEADERS IN ACCESS AND QUALITY OF CARE



TRANSFORMATIONCENTER

An affiliate of NAPH and NPHHI

## NAPH SAFETY NETWORK





# The Reform Playing Field

- Insuring the Uninsured
- Expansion of Primary Care
- Cuts to Safety Net Funding (DSH)
- Regulation of Insurance Market
- Quality with Incentives and penalties
- Creation of New Models to do all of the Above (e.g., Medical Homes and ACOs)

Cook County Health and Hospitals System  
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ATTACHMENT #5



RAM RAJU, MD, MBA, FACHE, FACS

CHIEF EXECUTIVE OFFICER

COOK COUNTY HEALTH AND HOSPITALS SYSTEM

REPORT TO THE BOARD OF DIRECTORS

MAY 31, 2012

#### NURSES WEEK

May 6 through May 12, 2012 the Cook County Health & Hospitals System celebrated National Nurses Week with the focus of this year's theme "Nurses Advocating, Leading, Caring". Events were held throughout the system throughout the week. I had the distinct pleasure of participating in the Clinical Service Excellence Award Ceremony on May 10<sup>th</sup> hosted by Tanda Russell, RN, our Interim System Chief Nursing Officer. I am proud to introduce the recipients of the awards announced at Service Excellence the ceremony:

**For Medical/ Surgical Nursing – Lena McDuffie**, Stroger Hospital 7 South,  
Manager Alisia Hill and Nominator Catherine Deamant M.D.

**For Maternal/ Child Nursing – Ofelia Estrada**, Stroger Hospital NICU,  
Manager and Nominator A. Rastogi, MD

**For Ambulatory Nursing – Julia Lee**, CORE Center,  
Manager and Nominator Karen Kroc

**For Procedural Nursing – Cathy Rowell**, Stroger General Medicine,  
Manager and Nominator Ena Mahapatra

**For Emergency Nursing – Rafael Moralde**, Stroger Hospital Pediatric ED,  
Manager/Director Cynthia Przislicki and Nominator David Soglin M.D.

**For Public Health Nursing – Josephine Gould**, CCDPH,  
Manager Regina Sovcik and Nominator Anne Sommers

**For Correctional Nursing – Gina Hatchett**, Juvenile Temporary Detention Center,  
Manager and Nominator Josie Mabalay

**For Advance Practice Nursing – Deborah Wolen**, CORE Center,  
Manager and Nominator Dave Barker M.D.

We are proud of you, congratulate you on this honor and thank you for your service.

## **RECOGNITION**

### Internal Medicine Resident Team

Doctor's Dilemma is a "Jeopardy" style competition where physicians in training are asked a series of medical trivia questions. The Cook County Internal Medicine Resident Team won first place at the American College of Physicians Northern Illinois Chapter Associate's Day Doctor's Dilemma competition held this past fall 2011. The team was awarded the opportunity to compete at the American College of Physicians national competition at Internal Medicine Week in April 2012. The team members are **Chijoke Onyenwenyi, Gurpreet Singh and Arvind Rangarajan**. Many of the Internal Medicine Residents were selected to present posters of research and clinical work at the American College of Physicians conference. Also, a Department of Medicine Intern, **Emad Hakemi**, was a winner of the Annual Associates Abstract Competition – selected as one of 20 among 2400 participants. Congratulations to all, as well as Dr. Suja Mathew, Program Director.

### Emergency Medicine Physician Assistant Residency Program

The Emergency Medicine (EM) Physician Assistant Residency Program is a 12 month program designed to prepare the physician assistant for the challenging environment of the emergency department. Clinical rotations include adult EM (4 months), pediatric EM (1 month), toxicology (1 month), trauma (1 month), community EM (1 month), and emergency orthopedics (1 month). The trainee learns to diagnose and treat a wide range of medical conditions in their most acute stages while providing a service to the people of Cook County. The EM PA residency is finishing up its first full year in June 2012. Our current class of residents are Carrie Kraeger (Wake Forest) and John Paul Magenis (SUNY Downstate). We thank Carrie and John for their participation in this program.

Five residents for the Class of 2013 have been recruited and will begin the program this July. The Class of 2013 are: Ashley Mores (Des Moines), Sam Spencer (Massachusetts), Paula Ragauskis (Butler), Jennifer Hunter (SIU), and Charlie Knudson (Des Moines) and we welcome them to the Health System.

### Blood Bank Anniversary

As a result of the symposium held honoring Dr. Bernard Fantus and the 75<sup>th</sup> Anniversary of the First Blood Bank a journal supplement was issued titled Plasma Transfusion Current Status and Future Directions, The Bernard Fantus, MD Symposium. My thanks again to Dr. Ram Kakaiya, Medical Director

for the Stroger Hospital Blood Bank for his efforts in organizing the symposium and the publishing of the journal supplement.

#### Patient Thank You Letters

I would like to acknowledge two employees that have been recognized by their supervisors for exemplifying delivering the best patient care:

Pharmacist Pete Ananopolis – Stroger Hospital

"He came to my room to make sure I was educated sufficiently on the use of my medication: How is that your sugars are being contained with regular insulin at low doses? Are you doing something at home that required so much concentrated insulin? He then asked me how well I understood why I need the concentrated insulin and then he further educated me on the medication. This was life saving information for me."

Nurse Mary Watson, RN – CCDPH

"She assisted me in my recent request to enroll in the Illinois Breast and Cervical Cancer Program. She did her best to reassure me, and ensure I received excellent, timely care, and proper procedures. I believe that she is definitely an asset to this program."

Both Pete and Mary's supervisors received letters from patients extolling the virtues of these employees and the great care they received. I thank Pete and Mary for the example they have set.

#### TRANSITION OF CIO

As you know Dan Howard, our System Chief Information Officer has submitted his letter of resignation and his last day is today, May 31<sup>st</sup>. I want to thank Dan for his many years of service to the Health System, as a contractor and as our Chief Information Officer. He leaves behind a strong team led by Dr. Bala Hota, Acting Chief Medical Information Officer and consisting of the following:

Donna Hart – Chief IT Operations

Marlon Burns - Chief Technology Officer

Marty Grant - Clinical Team Manager

Joe Zima – Network Manager

Scott Ellis – Chief Security Officer

John Hughes – Project Manager

Dan has prepared a transition report; I will now turn it over to him to walk you through the overview. Again, thank you Dan, your loyalty, dedication and hard work have been greatly appreciated and will not be forgotten.

Cook County Health and Hospitals System  
Minutes of the Board of Directors Meeting  
May 31, 2012

ATTACHMENT #6



# Information Systems Update

Cook County Health & Hospitals System  
Board of Directors Meeting  
May 31<sup>st</sup> 2012

**CCHHS**

# Agenda

- IT Organization
- Help Desk Service Center
- Power Chart 2012
- Accomplishments
- Next Steps

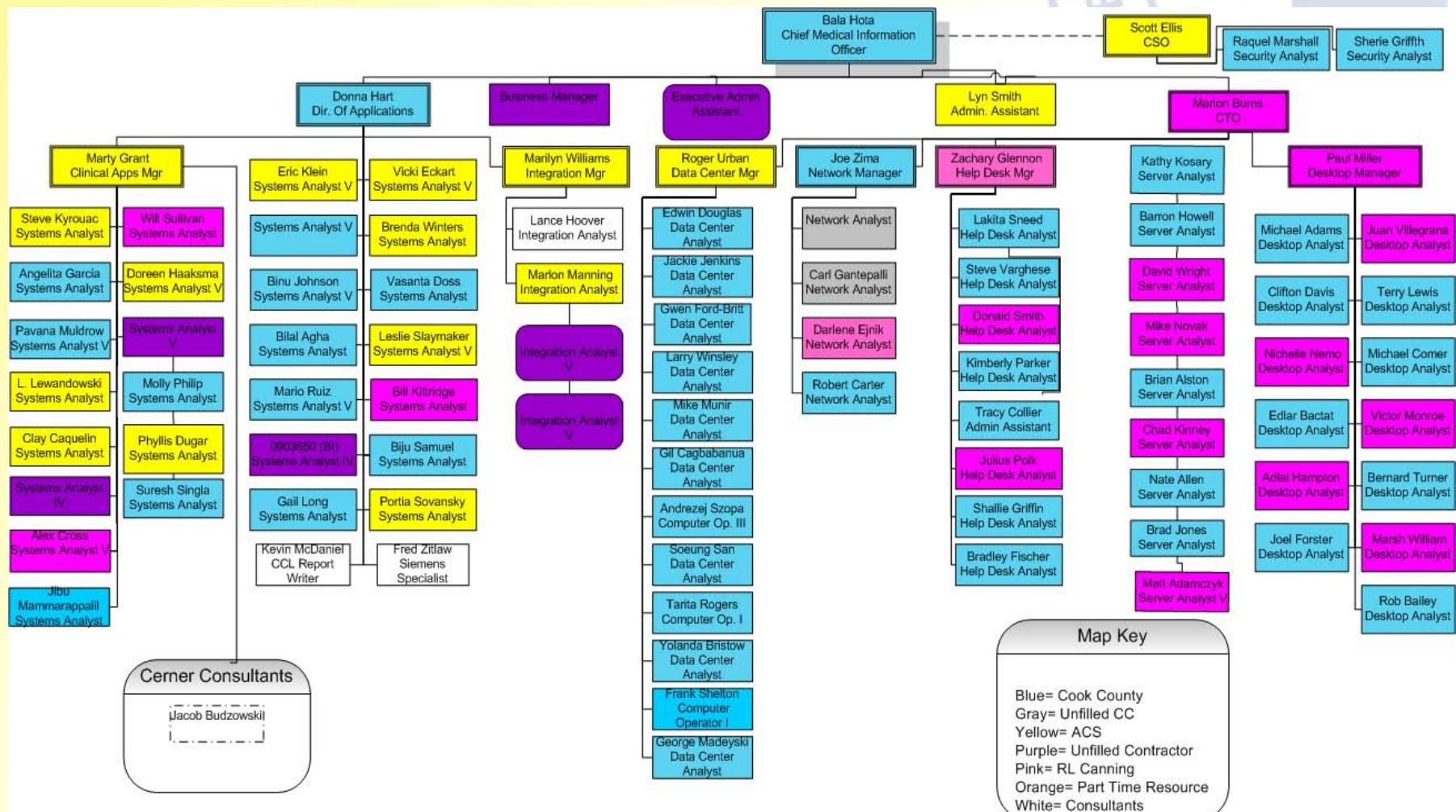


**CCHHS**

Cook County Health & Hospitals System



# IT Organization

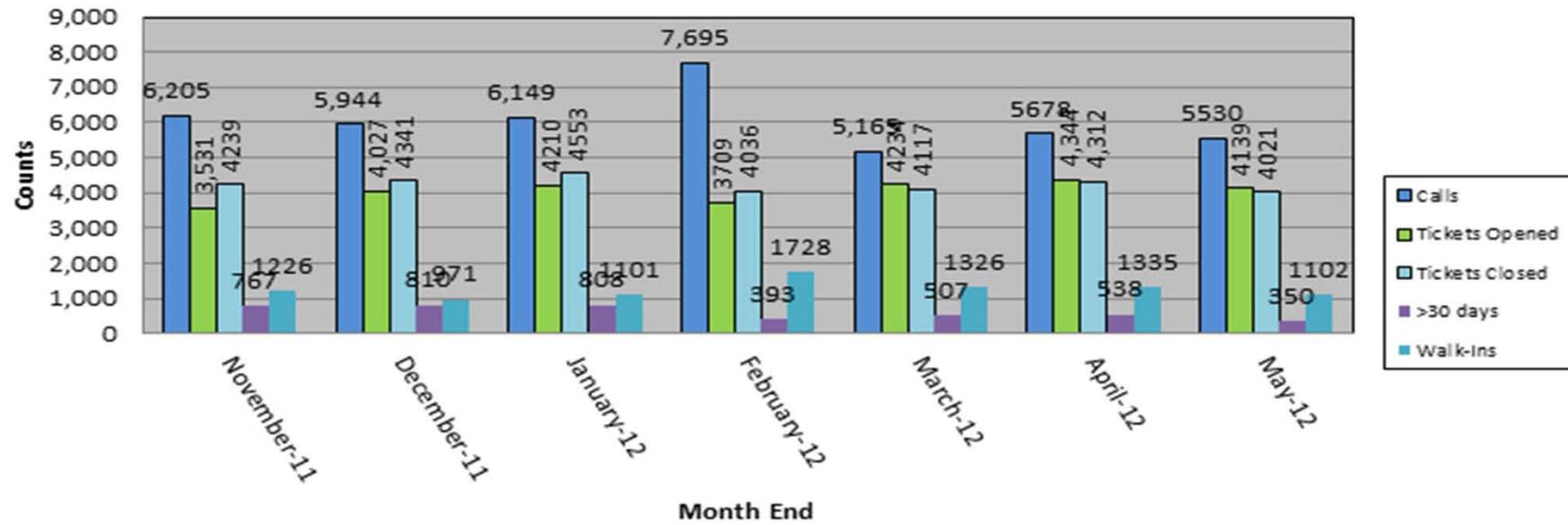


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# Help Desk Stats

**2012 - YTD Helpdesk Activity**



Help Desk Call YTD	30,217
Work Orders Opened	20,636
Work Orders Closed	21,039
Help Desk Walk-ins	6591

The Whole Project for PowerChart 2012

CCHHS Road Map 2011/2012

Proposed timeline - a Cerner Planning Session

## SOLUTION

- Ambulatory optimization
- Ambulatory Roll-out
- Meds Rec - Housewide
- Depart - Housewide
- Message Center - Housewide
- Advanced Growth Chart
- CareAware - Vitals Link and iBus upgrade
- LH Core Measures
- Charting XR
- 2012 Deprecated Solutions Project
- 2012 Upgrade
- Oracle 11G upgrade
- 724 access
- Rev. Cycle Optimisation (Cerner, Siemens)
- PowerInsight optimization
- CareMobile optimization
- PowerNote optimization - on going
- Instant Access - OneSign

						KO		Liv	
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		KO					Liv		
		KO							

Liv – Go Live

KO – Project Kick Off

# IT Accomplishments

2012



- Clinical/Financial System
  - Lab
  - ANSOS – Nurse Scheduling
  - Cardiology
    - GE Cardiology DMS
    - MUSE Upgrade
  - Caremobile Upgrade
  - CliniVision- Respiratory System
  - Anesthesia Draeger Upgrade
  - Emdeon- Claims/Cash Posting
  - Emdeon- Eligibility Assistant
  - GE Medical Event Reporting System
  - Teletracking Bed Management System
  - CEA-Chamberlin Edmonds/Carelink - replaces LOL
  - Implemented Employee Health System - Stix

**CCHHS**

# Cook County Health & Hospitals System

# IT Accomplishments

2012



- Network Upgrade Core to Closets
  - 67 closets upgraded
- Server Virtualization
- Email Migration for 6400 email users
- Completion of wireless upgrade main campus
- Upgraded all O/R rooms
  - Wireless infrastructure
  - Multiple devices located in each O/R
  - Computers on Wheels
- Upgraded 1400 end user devices
  - Wyse
  - P/C
  - Printers
  - Laptops
  - Monitors

**CCHHS**



## What's Next?

- Continue to support Meaningful Use initiatives
- Continue to enhance and standardize clinical documentation
  - Cerner to Siemens Optimization
  - Power Note
- Implement Cerner's Single Sign On solution
- Implement Cerner's 24 x 7 downtime solution to improve downtime procedures
- Complete network and wireless infrastructure for remaining CCHHS locations
  - Provident
  - Oak Forest
- Continue to fund the capital to purchase required devices to support:
  - CCHHS device management refresh plan
  - Increased patient documentation
- Enhanced security functionality
- ICD10 assessment and migration



# Questions?

**CCHHS**